

SECOND AMENDMENT TO OAKRIDGE VILLAGE II

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

This Second Amendment to Oakridge Village II Declaration of Covenants, Conditions and Restrictions is made this 5th day of March, 1987, by Everitt Enterprises Limited Partnership No. 1 ("Declarant"), and by Bankers Trust Company, Mortgagee.

WHEREAS, Declarant has previously filed of record the Oakridge Village II Declaration of Covenants, Conditions and Restrictions (the "Declaration") with the Clerk and Recorder of Larimer County, Colorado, on August 7, 1986, at Reception Number 86043062, as amended on January 2, 1987, at Reception Number 87000332; and

WHEREAS, pursuant to the powers contained in Article 10, Section 5, of the Declaration, Declarant wishes to amend the Declaration to include additional property.

WHEREAS, Declarant represents that it the owner of at least sixty-six (66%) percent of the property subject to said covenants, and approves the amendment of the aforesaid covenants.

NOW, THEREFORE, the Declaration is hereby amended to include the following described parcel of land:

Lots 1 through 67, inclusive  
Oakridge Village, P.U.D., Second Filing,  
City of Fort Collins

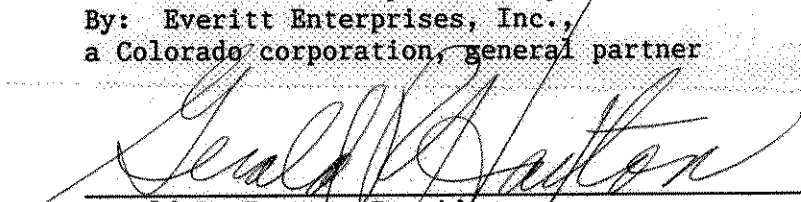
New Section 8 is hereby added to Article X as follows:

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to these covenants agrees that if at any time in the future a special tax district for maintenance of certain common areas is organized, any such person or entity who holds such interest will agree to join the tax district and will sign all documents necessary. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which would be subject to a special tax district for maintenance agrees to assume and pay any and all assessments which may be levied against the property.

Except as provided herein, all terms, covenants, conditions, restrictions, delegations and obligations contained in the Declaration, are hereby republished and reaffirmed.

Dated the day and year first above written.

Everitt Enterprises Limited Partnership No. 1,  
a Colorado limited partnership  
By: Everitt Enterprises, Inc.,  
a Colorado corporation, general partner

  
Gerald R. Haxton, President

Attest:   
Tracy Hozie, Assistant Secretary

State of Colorado:  
County of Larimer:

Subscribed and sworn to before me this 5th day of March, 1987, by Gerald R. Haxton as President and Tracy Hozie as Assistant Secretary of Everitt Enterprises, Inc., a Colorado corporation, general partner of Everitt

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Enterprises Limited Partnership No. 1, a Colorado limited partnership.

Witness my hand and official seal.

My commission expires: 12/11/90

*Cynthia S. Danna*

Notary Public  
3000 South College Avenue  
Fort Collins, CO 80525



Bankers Trust Company, as Trustee for the  
General Motors Hourly Rate Employees Pension  
Trust and the General Motors Retirement Plan  
for Salaried Employees Trust

By: Aldrich, Eastman & Walch, Inc.,  
attorney-in-fact

By: Everitt Enterprises, Inc., a Colorado  
corporation, attorney-in-fact

By: *Gerald R. Haxton*  
Gerald R. Haxton, President

Attest: *Tracy Hozie*  
Tracy Hozie, Assistant Secretary

State of Colorado:  
County of Larimer:

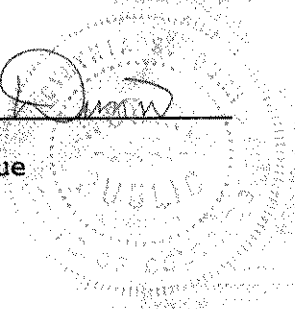
Subscribed and sworn to before me this 5<sup>th</sup> day of March, 1987, by Gerald  
R. Haxton as President and Tracy Hozie as Assistant Secretary of Everitt  
Enterprises, Inc., a Colorado corporation, attorney-in-fact for Aldrich,  
Eastman & Walch, Inc., attorney-in-fact for Bankers Trust Company, as  
Trustee for the General Motors Hourly Rate Employees Pension Trust and the  
General Motors Retirement Plan for Salaried Employees Trust.

Witness my hand and official seal.

My commission expires: 12/11/90

*Cynthia S. Danna*

Notary Public  
3000 South College Avenue  
Fort Collins, CO 80525



Return to:  
Everitt Enterprises Inc.  
P.O. Box 2125  
ft. Collins, CO 80525